

BEFORE THE TENNESSEE REGULATORY AUTHORITY

In the matter of the Application of §
AccuTel of Texas, Inc., for a Certificate §
to Provide Competing Local §
Telecommunications Service §

RECEIVED
99 DEC 2 AM 10 46
EXECUTIVE
99-00921

APPLICATION FOR CERTIFICATE TO PROVIDE
COMPETING LOCAL TELECOMMUNICATIONS SERVICES
AND INTERLATA LONG DISTANCE SERVICE

Pursuant to applicable Tennessee Statutes and the Rules and Regulations of the Tennessee Regulatory Authority and Section 253 of the Federal Telecommunications Act of 1996 ("Act"), AccuTel of Texas, Inc. ("AccuTel") respectfully requests that the Tennessee Regulatory Authority ("TRA") grant to AccuTel authority to provide competing basic local exchange telecommunications services and InterLATA long distance services within the State of Tennessee. AccuTel is willing and able to comply with all applicable rules and regulations in Tennessee pertaining to the provision of competing local telecommunications services.

In support of its Application, AccuTel submits the following:

1. The full name and address of the Applicant is:

AccuTel of Texas, Inc.
7900 Carpenter Freeway
Dallas, Texas 75237
(214) 630-9175

Questions regarding this application should be directed to:

Mark Foster, Attorney
Foster & Malish, L.L.P.
1403 West Sixth Street
Austin, Texas 78703
(512) 476-8591
(512) 477-8657/fax

99-00921
CK# 3204
\$25.00 paid
SD
will refund 25.00

Contact name and address at the Company is:

Kenneth Weaver, President
AccuTel of Texas, Inc.
7900 Carpenter Freeway
Dallas, Texas 75237
(214) 630-9175
(214) 630-6759/fax

2. Names and addresses of all officers.

The names and addresses of the Applicant's principal corporate officers and other senior managers responsible for Tennessee local operations are listed in Attachment A of this Application.

3. Corporate Information.

AccuTel of Texas, Inc. was incorporated in the State of Texas on November 20, 1996. A copy of AccuTel's Articles of Incorporation and amendments are provided in Attachment B, and a copy of AccuTel's Authority to transact business in the State of Tennessee is provided in Attachment C.

4. Repair and Maintenance Information.

AccuTel understands the importance of effective customer service for local service consumers. AccuTel has made arrangements for its customers to call the company at its toll-free customer service number. In addition, customers may contact the company in writing at the headquarters address. The toll-free number will be printed on the customers' monthly billing statements.

5. Status of AccuTel in other states.

See attachment D.

6. Financial, Managerial and Technical Qualifications.

AccuTel possess the managerial, technical and financial ability to provide local telecommunications service in the State of Tennessee as demonstrated below.

6.A. Financial Qualifications

AccuTel has sufficient financial capability to provide the requested service in the proposed geographic area. AccuTel will resell services and will not be a facilities-based carrier. The attached financial statements demonstrate AccuTel's growth over the past three (3) years of operations. As of April 30, 1999, AccuTel had current assets of \$560,274.42. AccuTel is capable of obtaining additional capital as may be needed to provide the requested service to Florida residents and to maintain the requested service. AccuTel has a demonstrated track record of service to Texas residents where 22,000 residential customers are currently enjoying AccuTel's competitive services.

6.B. Managerial Qualifications

As shown in Attachment F to this Application, AccuTel has the managerial experience to successfully operate a telecommunications enterprise in Tennessee. The backgrounds of these key executives, combined with the AccuTel's proven track record is clear evidence that AccuTel possesses the managerial qualifications required to provide local service.

6.C. Technical Qualifications

AccuTel's services will satisfy the minimum standards established by the TRA. The Company will file and maintain tariffs as required by the TRA and will comply with all applicable regulations and standards. Key personnel have considerable experience in telecommunications as demonstrated in Attachment F. AccuTel's experience in providing affordable, competitive local exchange service to Texas residents will enable it to provide the same high-quality service to Tennessee residents.

7. Proposed Service Area

The applicant proposes to offer its services throughout the State of Tennessee in areas currently served by BellSouth and Sprint/United which are designated open to competition.

8. Types of Local Exchange Service to be provided

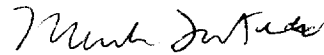
AccuTel expects to offer basic local exchange service and interLATA long distance service, primarily to residential customers in Tennessee.

9. Statement of Compliance

AccuTel agrees to abide by all applicable statutes and all applicable Orders, rules and regulations entered and adopted by the Tennessee Regulatory Authority.

Respectfully submitted this the 16th day of November, 1999.

Respectfully submitted,



Mark Foster, Attorney
Foster & Malish, L.L.P.
1403 West Sixth Street
Austin, Texas 78703
(512) 476-8591
(512) 477-8657

VERIFICATION

STATE OF TX

§

COUNTY OF Dallas

§

§

Kenneth Weaver, being first duly sworn, deposes and says: That he is the President for AccuTel of Texas, Inc., the applicant in the above proceeding, that he has read the foregoing application, and knows the contents thereof, and that he is authorized by AccuTel of Texas, Inc. to verify that the contents of the applications are true.



Kenneth Weaver, President
AccuTel of Texas, Inc.
7900 Carpenter Freeway
Dallas, Texas 75237
(214) 630-9175

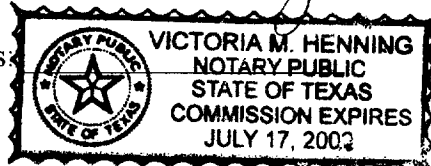
Subscribed and sworn to before me this

19 day of Nov, 1999


Notary Public, State of Texas

(SEAL)

My Commission Expires:



AccuTel of Texas, Inc.

Attachment A

Names and Addresses of
AccuTel Officers

AccuTel of Texas, Inc.

OFFICERS AND DIRECTORS

All officers and directors may be contacted through the corporate offices at 7900 Carpenter Freeway, Dallas, Texas 75237.

Kenneth Weaver, President/Board Member

Peni Barfield, Secretary/Treasurer/Board Member

Debi Glick, Board Member

AccuTel of Texas, Inc.

Attachment B

Certificate of Incorporation

FOSTER, MALISH & HILL, L.L.P.

ATTORNEYS AT LAW

MARK FOSTER†

CHRISTOPHER MALISH

GARY EDWARD HILL, P.C.*

GREGORY S. BLAIR

†BOARD CERTIFIED ADMINISTRATIVE LAW

*BOARD CERTIFIED PERSONAL INJURY TRIAL LAW

TEXAS BOARD OF LEGAL SPECIALIZATION

A REGISTERED LIMITED LIABILITY PARTNERSHIP

1403 WEST SIXTH STREET

AUSTIN, TEXAS 78703

(512) 476-8591

FAX (512) 477-8657

Email: fandm@onr.com

GOVERNMENTAL AFFAIRS CONSULTANTS:

MARTA GREYTOK**

HARRY M. SNYDER†

†ADMITTED IN KENTUCKY ONLY

**NOT ADMITTED TO PRACTICE LAW

November 17, 1999

OVERNIGHT
VIA ~~HAND~~ DELIVERY

Office of the Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tenn. 37243

RE: AccuTel of Texas, Inc.

Dear Sir or Madam:

Attached for filing please find an original and one copy of AccuTel's Application for Certificate to Provide Competing Local Exchange Services and InterLATA Long Distance Service. Also included is the \$50 filing fee.

Thank you for your attention in this matter.

Very truly yours,

Mark Foster

Mark Foster

99-00921



The State of Texas

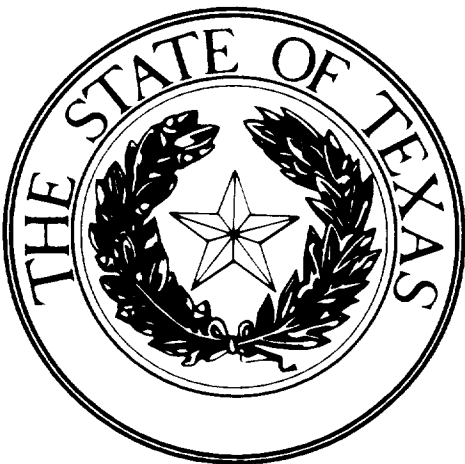
SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached is/are true and correct copies of the following described document(s) on file in this office:

**ACCUTEL OF TEXAS, INC.
CHARTER #1422676-00**

ARTICLES OF INCORPORATION

NOVEMBER 20, 1996



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on September 9, 1999.

Elton Bomer
Secretary of State

PH

**ARTICLES OF INCORPORATION
OF
AccuTel of Texas, Inc.**

FILED
In the Office of the
Secretary of State of Texas
NOV 20 1996
Corporations Section

We, the undersigned natural persons of the age of eighteen years or more, who are citizens of the State of Texas, acting as Incorporators of a Corporation under the Texas Business Corporation Act, do hereby adopt the following Articles of Incorporation for such Corporation:

ARTICLE ONE

The name of the Corporation is ACCUTEL OF TEXAS, INC.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The Corporation is organized for the purpose of providing all types of telecommunication services.

ARTICLE FOUR

The aggregate number of shares which the Corporation shall have the authority to issue is 2,500 shares of common stock of par value of \$10.00 each. Each share has identical rights and privileges in every respect.

ARTICLE FIVE

The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of a stated sum which shall be at least one thousand

dollars (\$1,000.00), consisting of money, labor done, or property actually received.

ARTICLE SIX

Shareholders shall be granted the pre-emptive rights to acquire any additional unissued or treasury shares of Corporation now or hereafter authorized or held.

ARTICLE SEVEN

It is expressly provided that there shall be no cumulative voting of the shares of the capital stock of this Corporation, whether now or hereafter authorized, for the election of the Director(s) thereof.

ARTICLE EIGHT

The Corporation may purchase, directly or indirectly, its own shares to the extent of the aggregate of unrestricted capital surplus and unrestricted reduction surplus available thereof.

ARTICLE NINE

The Shareholders of the Corporation hereby delegate to the Board of Directors power to adopt, amend, or repeal the By-Laws of the Corporation; such power shall be deemed to be vested exclusively in the Board of Directors and shall not be exercised by the Shareholders.

ARTICLE TEN

No contract or other transaction between the Corporation or any other firm or Corporation shall be affected or invalidated by

the fact that any one or more of the Directors or Officers of the Corporation is or are interested in or is a member, Director, Officer, or Officers, individually or jointly may be, a party or parties to or may be interested in any contract or transaction of the Corporation or in which the Corporation is interested; and no contract, act or transaction of the Corporation with any person, firm or Corporation or association shall be affected or invalidated by the fact that any Director or Directors, or Officer or Officers of the Corporation is a party or are parties to or interested in such contract, act or transactions, or in any way connected with such person, firm, Corporation or association, and each and every person who may become a Director or Officer of the Corporation is hereby relieved, as is legally permissible from any disability which might prevent him, or any firm, Corporation or association in which he or she may in any way be interested, from so acting.

ARTICLE ELEVEN

The Post Office address of the initial registered office and the name of the initial registered agent at such address are as follows:

| NAME | ADDRESS |
|------------|---|
| Ken Weaver | 11880 Greenville Ave. Suite 110 Dallas, Texas 75243 |

ARTICLE TWELVE

The number of Director(s) constituting the initial Board of Directors is one, and the name and address of the person who is

to serve as Director until the first annual meeting of the shareholders or until successors are elected and qualified is:

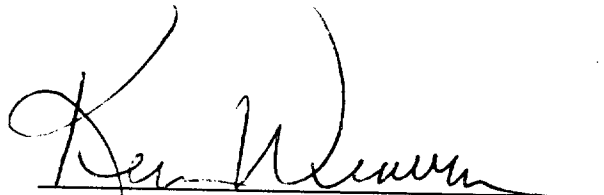
| NAME | ADDRESS |
|------------|---|
| Ken Weaver | 11880 Greenville Ave. Suite 110 Dallas, Texas 75243 |

ARTICLE THIRTEEN

The name and address of the Incorporator is:

| NAME | ADDRESS |
|------------|---|
| Ken Weaver | 11880 Greenville Ave. Suite 110 Dallas, Texas 75243 |

IN WITNESS WHEREOF, I have hereto set my hand this 19th day of November, 1996.


Ken Weaver

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 10/13/99

REQUEST NUMBER: 3754-0702

TELEPHONE CONTACT: (615) 741-2286

FILE DATE/TIME: 10/13/99 0919

EFFECTIVE DATE/TIME: 10/13/99 0919

CONTROL NUMBER: 0378443

TO:

FOSTER, MALISH & HILL, L.L.P.

ATTN : MARK FOSTER

1403 WEST 6TH STREET

AUSTIN, TX 78703

RE:

ACCUTEL OF TEXAS, INC.

APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED CERTIFICATE OF
AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE
ON OR BEFORE THE FIRST DATE OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE
CORPORATION'S FISCAL YEAR. PLEASE PROVIDE THIS OFFICE WITH WRITTEN
NOTIFICATION OF THE CORPORATION'S FISCAL YEAR. THIS OFFICE WILL MAIL THE
REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE
ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS
OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED
AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE REVOCATION
OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

ON DATE: 10/13/99

FROM:

FOSTER, MALISH & HILL, L.L.P.
1403 WEST 6TH STREET

AUSTIN, TX 78703-0000

RECEIVED: FEES \$600.00 \$0.00

TOTAL PAYMENT RECEIVED: \$600.00

RECEIPT NUMBER: 00002560145

ACCOUNT NUMBER: 00322476

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE



State of Tennessee



Department of State
Corporations Section
18th Floor, James K. Polk Building
Nashville, TN 37243-0306

APPLICATION FOR
CERTIFICATE OF AUTHORITY
(FOR PROFIT)

For Office Use Only

FILED
99 OCT 13 AM 9:19
SECRETARY OF STATE

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is AccuTel of Texas, Inc.

*If different, the name under which the certificate of authority is to be obtained is _____

[NOTES: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. *If obtaining a certificate of authority under a different corporate name, an application for registration of an assumed corporate name must be filed pursuant to Section 48-14-101(d) with an additional \$20.00 fee.]

2. The state or country under whose law it is incorporated is Texas

3. The date of its incorporation is 11/20/96 (must be month, day, and year), and the period of duration, if other than perpetual, is perpetual

4. The complete street address (including zip code) of its principal office is

7900 Carpenter Freeway, Dallas, Texas 75237

Street City State/Country Zip Code

5. The complete street address (including the county and the zip code) of its registered office in Tennessee and the name of its registered agent is

530 Gay Street, Knoxville, Tennessee 37902

Street City County Zip Code

CT Corporation System

Registered Agent

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)

Ken Weaver, President, 7900 Carpenter Freeway, Dallas, TX 75237
Peni Barfield, Secretary, 7900 Carpenter Freeway, Dallas, TX 75237
Peni Barfield, Treasurer, 7900 Carpenter Freeway, Dallas, TX 75237

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)

Ken Weaver, Peni Barfield, Debi Glick
7900 Carpenter Freeway, Dallas, Texas 75237

8. If the corporation commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) n/a

9. The corporation is a corporation for profit.

10. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is

n/a

(date), _____ (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.]

10/6/1999
Signature Date

President
Signer's Capacity

AccuTel of Texas, Inc.
Name of Corporation

Ken Weaver
Signature

Ken Weaver
Name (typed or printed)

AccuTel of Texas, Inc.

Attachment D

Status of AccuTel in other States

AccuTel of Texas, Inc., is authorized to provide telecommunication services as a competitive local exchange company in Texas. AccuTel has applications pending in Georgia, Oklahoma, Arkansas and California and is preparing filings for a number of additional jurisdictions. No application has been denied.

AccuTel of Texas, Inc.

Attachment E

Financial Statements

08/17/99

AccuTel of Texas, Inc.
Profit and Loss
 January through December 1997

| | <u>Jan - Dec '97</u> |
|----------------------------------|----------------------|
| Ordinary Income/Expense | |
| Income | |
| Telephone Sales | 240,708.68 |
| Uncategorized Income | 0.00 |
| Total Income | <u>240,708.68</u> |
| Gross Profit | 240,708.68 |
| Expense | |
| Ads | |
| Agency Fee | 8,750.54 |
| Print | 22,788.63 |
| Ads - Other | 50,472.67 |
| Total Ads | <u>82,011.84</u> |
| Bank Service Charges | 134.65 |
| Consulting | |
| computer | 7,163.93 |
| Programing | 2,000.00 |
| Total Consulting | <u>9,163.93</u> |
| Dues and Subscriptions | 335.00 |
| Office Expense | |
| Equipment Purchase | |
| Communications | 5,878.95 |
| Computer | 12,031.16 |
| Total Equipment Purchase | <u>17,910.11</u> |
| Office Expense - Other | 6,221.43 |
| Total Office Expense | <u>24,131.54</u> |
| Payroll Expenses | 32,793.82 |
| Postage and Delivery | 806.17 |
| Printing and Reproduction | 22,462.58 |
| Professional Fees | |
| Legal Fees | 7,368.67 |
| Professional Fees - Other | 1,035.00 |
| Total Professional Fees | <u>8,401.67</u> |
| Rent | 46,250.00 |
| Repairs | |
| Computer Repairs | 380.00 |
| Repairs - Other | 1,168.00 |
| Total Repairs | <u>1,548.00</u> |
| Subcontracting | |
| Clerical | 661.60 |

08/17/99

#7

AccuTel of Texas, Inc.
Profit and Loss
January through December 1997

| | <u>Jan - Dec '97</u> |
|------------------------|--------------------------|
| Subcontracting - Other | <u>5,060.59</u> |
| Total Subcontracting | 5,722.19 |
| Telephone | |
| ITS Service | 7,500.00 |
| Long Distance | 14,078.41 |
| Resellable Service | 30,765.37 |
| Telephone - Other | <u>4,510.99</u> |
| Total Telephone | 56,854.77 |
| Temporary Staffing | 10,181.95 |
| Uncategorized Expenses | <u>0.00</u> |
| Total Expense | <u>300,788.11</u> |
| Net Ordinary Income | <u>-60,089.43</u> |
| Net Income | <u><u>-60,089.43</u></u> |

Balance Sheet

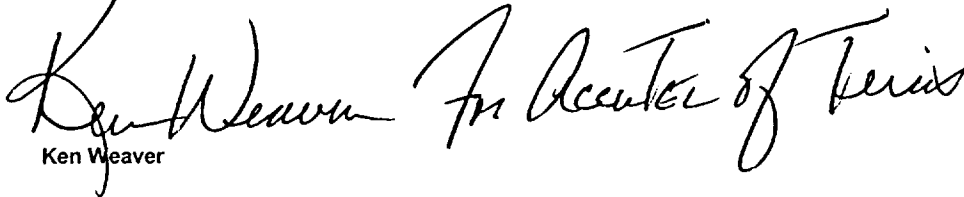
As of December 31, 1997

| | <u>Dec 31, '97</u> |
|--|-------------------------|
| ASSETS | |
| Current Assets | |
| Checking/Savings | |
| Bank of America | 58,194.94 |
| Petty Cash | 200.00 |
| Total Checking/Savings | <u>58,394.94</u> |
| Total Current Assets | <u>58,394.94</u> |
| TOTAL ASSETS | <u><u>58,394.94</u></u> |
| LIABILITIES & EQUITY | |
| Liabilities | |
| Current Liabilities | |
| Accounts Payable | |
| Accounts Payable | 29,672.12 |
| Total Accounts Payable | <u>29,672.12</u> |
| Other Current Liabilities | |
| Investor Loan - P | -7,080.00 |
| Investor Loan - W | 47,278.00 |
| Payroll Liabilities | 6,961.17 |
| Sales Tax Payable | 36,431.93 |
| Total Other Current Liabilities | <u>83,591.10</u> |
| Total Current Liabilities | <u>113,263.22</u> |
| Total Liabilities | 113,263.22 |
| Equity | |
| Retained Earnings | 5,221.15 |
| Net Income | -60,089.43 |
| Total Equity | <u>-54,868.28</u> |
| TOTAL LIABILITIES & EQUITY | <u><u>58,394.94</u></u> |

AccuTel of Texas, Inc.
Profit and Loss
January through December 1998

| | <u>Jan - Dec '98</u> |
|---------------------------|------------------------------|
| Ordinary Income/Expense | |
| Income | |
| Telephone Sales | <u>4,052,308.99</u> |
| Total Income | <u>4,052,308.99</u> |
| Gross Profit | 4,052,308.99 |
| Expense | |
| Ads | 523,948.80 |
| Bank Service Charges | 2,493.18 |
| Consulting | 50,401.99 |
| Office Expense | 251,162.55 |
| Payroll Expenses | 585,862.20 |
| Postage and Delivery | 56,220.21 |
| Postage Machine Lease | 15,000.00 |
| Printing and Reproduction | 22,724.88 |
| Professional Fees | 12,099.88 |
| Rent | 62,707.01 |
| Repairs | 6,872.98 |
| Subcontracting | 23,437.73 |
| Tax Penalties | 349.53 |
| Telephone | 1,761,279.67 |
| Travel & Ent | 1,945.57 |
| Total Expense | <u>3,376,506.18</u> |
| Net PreTax Income | <u>675,802.81</u> |
| Net Income | <u><u>481,408.13</u></u> |

I certify to the best of my knowledge and based on the information prepared for me by my senior staff that the above information is true and correct.


Ken Weaver

For AccuTel of Texas Inc.

Balance Sheet

As of December 31, 1998

Dec 31, '98**ASSETS****Current Assets****Checking/Savings**

Bank of America 192,060.21

Fidelity Bank 740.08

Founders Bank-Operations -80,108.33

Petty Cash 200.00

Total Checking/Savings 112,891.96**Total Current Assets** 112,891.96**Fixed Assets**

Office Equipment 244,800.00

Fixtures 138,245.00

Total Fixed Assets 244,800.00**TOTAL ASSETS** 740,736.96**LIABILITIES & EQUITY****Liabilities****Current Liabilities****Accounts Payable**Accounts Payable 20,709.23**Total Accounts Payable** 20,709.23**Other Current Liabilities**

Investor Loan - P 19,668.83

Investor Loan - W 47,278.00

Payroll Liabilities 26,472.02

Sales Tax Payable 2,629.35**Total Other Current Liabilities** 96,048.20**Total Current Liabilities** 116,757.43**Total Liabilities** 116,757.43**Equity**

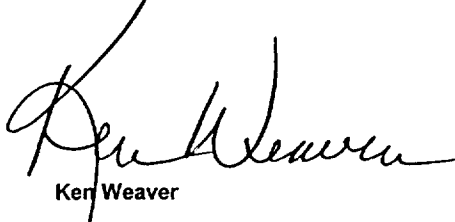
Retained Earnings -54,868.28

Net Income -324,197.19**Total Equity** 299,782.34**TOTAL LIABILITIES & EQUITY** 740,736.96

AccuTel of Texas, Inc.
Profit and Loss
 January through April 1999

| | <u>Jan - Apr '99</u> |
|---------------------------|--------------------------|
| Ordinary Income/Expense | |
| Income | |
| Telephone Sales | 3,557,737.74 |
| Total Income | <u>3,557,737.74</u> |
| Gross Profit | 3,557,737.74 |
| Expense | |
| Real Estate Expenses | 311,250.00 |
| Advertising | 406,602.10 |
| Bank Service Charges | 431.55 |
| Consulting | 42,347.53 |
| Contributions | 5,000.00 |
| Dues and Subscriptions | 71.00 |
| Consumables | 4,865.00 |
| Office Expense | 173,530.79 |
| Payroll Expenses | 357,767.86 |
| Postage and Delivery | 34,586.00 |
| Printing and Reproduction | 5,644.67 |
| Professional Fees | 4,121.77 |
| Rent | 27,887.67 |
| Repairs | 490.41 |
| Subcontracting | 61,622.93 |
| Telephone | 1,862,805.04 |
| Travel & Entertainment | 6,764.31 |
| Uncategorized Expenses | 0.00 |
| Total Expense | <u>3,305,788.63</u> |
| Net PreTax Income | <u>251,949.11</u> |
| Net Income | <u><u>181,371.87</u></u> |

I certify to the best of my knowledge and based on the information prepared for me by my senior staff that the above information is true and correct.

 For AccuTel of Texas

Ken Weaver

For AccuTel of Texas Inc.

AccuTel of Texas, Inc.

Balance Sheet

As of April 30, 1999

April 30, '99**ASSETS****Current Assets****Checking/Savings**

Bank of America 242,456.23

Fidelity Bank 137,456.66

Founders Bank-Operations 179,348.26

Petty Cash 1,013.27

Total Checking/Savings 560,274.42**Total Current Assets** 560,274.42**Fixed Assets**

Office Equipment 298,560.00

Fixtures 125,681.00

Total Fixed Assets 298,560.00**TOTAL ASSETS** 1,283,075.42**LIABILITIES & EQUITY****Liabilities****Current Liabilities****Accounts Payable**

Accounts Payable 159,566.13

Total Accounts Payable 159,566.13**Other Current Liabilities**

Investor Loan - P 19,668.83

Investor Loan - W 47,278.00

Payroll Liabilities 26,472.02

Sales Tax Payable 2,629.35

Total Other Current Liabilities 96,048.20**Total Current Liabilities** 255,614.33**Total Liabilities** 255,614.33**Equity**

Retained Earnings 79,568.34

Net Income 251,949.11

Total Equity 1,279,410.20**TOTAL LIABILITIES & EQUITY** 1,283,075.42

AccuTel of Texas, Inc.

Attachment F

Biographies of Senior Executive Team

Ken Weaver

Objective Provide Current Personnel Profile for Filings

Experience 1996-1999 AccuTel of Texas Dallas, TX

Founder & CEO

- Sales from startup to \$15 million currently.
- Structured staffing growth from 2 to 73 currently.
- Currently expanding scope of operations to nationwide presence.

1979-1995 PCI Inc. Dallas, TX

Founder & CEO

- Sales from startup to \$14 million.
- Managed 200 subcontractors and office staff.
- Consistently hyphenated construction cycles and increased profitability.

Education 1973-1977 North Texas State University Denton, TX

- B.A., Business Administration.

Interests Aviation, sailing, sports, auto racing, computers.

RONALD WALLACE HAAKE

603 LITTLE CREEK TRAIL

OAK LEAF, TEXAS 75154

HOME: (972) 617-3755

OFFICE: (214) 630-6700

OBJECTIVE

Obtain a position which will challenge my professional leadership skills and allow me to employ the assets of a 29-year career with a major corporation.

SUMMARY OF QUALIFICATIONS

Extensive experience in all phases of sales and administrative management including leadership in a variety of environments and circumstances. Excellent ability to plan, develop, and implement effective strategies to attain defined organizational objectives. Able to digest vast amounts of information quickly and accurately, and integrate newly gained knowledge into current practices and procedures. Decisive, confident, and assertive leader, particularly in highly sensitive times of transition and change.

Conscientiously committed to principled, ethical leadership.

PROFESSIONAL EXPERIENCE

- | | |
|-----------------------|---|
| 1998 – Present | AccuTel of Texas – Sales Director Dallas, TX Responsible for providing leadership to Sales Representatives and Sales Leads selling pre-paid local and long distance telephone service throughout Texas. Leadership provided to improve sales results to increase market share. Developed compensation plan to create performance incentives for all sales titles. Provide results tracking to show trends in sales activities. Sales close ratios improved from 7% to 28.9% in six months. |
| 1993 – 1998 | AT&T – Sales Manager Dallas, TX Responsible for providing leadership to Account Executives selling network services, business services, and data services. Leadership provided for sales strategies; sales skills and coaching; customer satisfaction; and quota attainment. Administrative duties include module analysis and design; results tracking and reporting; and compensation. Retired September 30, 1998. |
| 1987 – 1993 | AT&T – Telemarketing Sales Manager Dallas, TX Responsible for providing leadership to 8 – 10 Assistant Sales managers and 75 – 100 Telemarketing Sales Representatives selling network services. Responsible for sales plans; sales strategies and execution; quota attainment; coaching and development; customer satisfaction; and budget development and tracking. Provided leadership for people development and career enhancement. |
| 1983 – 1987 | AT&T – Administrative Manager Dallas, TX Reported to a District Sales Manager and then to a Sales Vice-President. Responsible for all administrative functions in a district and then in a region. Functions included overseeing sales plan development; revenue tracking; compensation administration; budget development and tracking; customer satisfaction results and tracking. Led a staff of fifteen support personnel. |

| | | |
|--------------------|--------------------------|-------------------|
| | Southwestern Bell | Dallas, TX |
| 1982 – 1983 | Administrative Manager | |
| 1980 – 1982 | Marketing Recruiter | |
| 1975 – 1980 | Account Executive | |
| 1969 – 1975 | Special Representative | |

ACCOMPLISHMENTS

1996 AT&T Leader's Council (top 2% in the corporation)
Gold Club
Southern Region People Value Added Award

1995 AT&T Leader's Council
Gold Club
Southern Region People Value Added Award

1993 Second Place Finish – Southern Region 800 Sales

1989 Placed 2nd Nationally, Customer Satisfaction Results

1988 Number One Telemarketing Center – Southern Region
National Leader – DM/DR Results

1984 Eagle Pin Recipient

1978 President's Club - Southwestern Bell

EDUCATION

BA – 1971. **Dallas Baptist University**
Major study areas: Management, Accounting, and Public Speaking.

MBA – 1992. **Dallas Baptist University**
Major study area: Management

1998 **Northlake College**
Certified in Alternative Dispute Resolution/Mediation

COMMUNITY INVOLVEMENT

Red Oak Independent School District – Trustee, 1985 – 1988
Board Vice-President, 1987
Board President, 1988

Oak Cliff Assembly of God, Board of Trustees, 1992 – 1995, 1996 – Present
Treasurer, 1993 – 1995, 1997

Arlington Chamber of Commerce
Small Business Resource Council, Vice-Chair
Target Arlington Program, Chair

FAMILY AND PERSONAL INTERESTS

Married to Noreen, 31 years
Two grown children, one granddaughter
Baseball Umpire – 25 years
Basketball Official – 25 years
Enjoy golf, hunting, fishing, and traveling with family and friends

REFERENCES AVAILABLE UPON REQUEST

SALARY NEGOTIABLE

Peter Farhatt

Education

1975 - 1979 University of Missouri Columbia, MO

Bachelor of Arts-English

- Minor in Classic Literature

Completed courses toward MBA in Telecommunications Management

University of Dallas Irving, TX

Professional Experience

1998 – Current Accutel of Texas, Inc Dallas, TX

Senior Manager

- Responsible for 60+ person call center with a sales, customer service, payment processing and order processing unit. Conducted all training for new employees, including developing training material. Responsible for new trainee induction and Code of Business conduct coverage. Coach and develop staff as it relates to orders and customer service. Serve as point of contact for Local Exchange Companies. Also audit and oversee correct billing from LECs.

1982 – 1998 Southwestern Bell Telephone Co. Dallas, TX

Manager – Local Service Center – Special Services (1997-1998)

- Manage day-to-day operations of a multi-state call-center organization. Assure the handling and collection of CLEC bills. Point of contact for Certified Local Exchange Companies ordering SWB services.

Manager – Training and Development (1989-1992 and 1994-1997) Dallas, TX

- Responsible for developing and delivering sales and telecommunications courses. Duties included updating training manuals and providing job skills training with regard to excellent customer service, including sales, billing systems, billing procedures and credit and collections. Also, provide evaluation of post-graduate performances and or job training sessions. Clients included all levels of management as well as occupational personnel.

Manager – Marketing, Special Services (1992-1993)

- Responsible for performance of sales representatives acting as initial point of contact for interconnect vendors. Duties included strengthening technical and sales skills, motivating personnel, anticipating and solving vendor problems, tracking and analyzing performance results and implementing accomplishment recognition. Interfaced with all levels of management on the expedition and escalation of customer complaints.

Sales Representative (1982-1989)

- Responsible for establishing and servicing customer accounts, including explaining and selling network services and telephone equipment. Duties included all clerical work and serving as point of contact between customers and repair and installation forces. Also

DEBI W. GLICK
16301 Ledgemont Ln., #166
Addison, TX 75001
(972) 267-2158

WORK HISTORY:

Accutel of Texas, Dallas, TX

September 1998-present

- Operations Manager for rapidly growing telecommunications company assisting with operational flow, establishment of sound business practices and development of corporate policies.
- Oversee daily operations of order and payment processing.

Concentra Medical Center, Elkridge, Maryland & Denver, CO

November 1994 - September 1998

Area Administrator

- Responsible for day-to-day operations of eight occupational medicine clinics.
- Oversight of budget, clinic operations, staffing, and personnel functions.
- Successfully helped to transform Denver market to one of the most efficient & profitable in the country.
- Exceeded budgeted operating income by over \$500,000.00 in 1997 by reduction of expenses through cost control of supplies and services, negotiation of fees with vendors, and control of overtime expense, including cross-training staff to maximize coverage during peak times and increase productivity during low volume times.

The Health Group, Dallas, Texas

June 1993 - November 1994

Health Care Consultant

- Consulted with physician practices, specializing in practice management.
- Assisted in practice acquisitions, dissolution's, and reorganization of physician operations and billing.
- Handled multiple assignments in organizational and systems analysis.

WMA, Dallas, Texas (Family Owned Business)

August 1992 - June 1993

Marketing Associate

- Established personnel policies; including evaluation of current practices, and industry standards.
- Composition of sales representative's compensation packages.
- Improvement of efficiency through utilization of new software programs and improvements in customer service processes.

Texas Back Institute, Plano Texas

June 1987 - August 1992

Executive Director of Operations

- Responsible for day-to-day operations for five (5) spine surgeons, including a multidisciplinary support group of physicians, which included multiple locations. Oversight of work hardening program operations.
- Responsibility for budgets, staffing, and personnel for multi-million dollar practice. Implemented systems to improve efficiency with computerized scheduling & extended utilization of ancillary staff to improve physician productivity.
- Assisted in new site selection, construction oversight, and marketing of the freestanding work hardening clinics.

Primacare Medical Centers, Dallas, Texas

May 1981 - May 1987

Operations Manager

- Management of operations for 7 urgent care centers including conversion of one clinic to a joint venture arrangement. Assisted in transition of clinics from urgent care focus to family practice model.
- Administered corporate policy implementation at center level, and monitored to quality assurance standards.

EDUCATION:

University of Dallas, Dallas, Texas

May 1992

MBA Health Care Administration

University of Evansville, Evansville, Indiana

May 1978

Social Work degree B.S.W., Graduated Cum Laude

JOHN HOOKS

8003 N MacArthur, #2005

Irving, TX 75063

(972) 401-9017

PROFESSIONAL EXPERIENCE

AccuTel of Texas, Inc. 6/98 to present

Senior Manager; Duties include:

- Supervise all Associates and Supervisors in fast-paced customer service center
- Monitor revenue and customer retention
- Administrator and POC for RBOCs nationally
- Coach and develop staff in Customer Service, Sales, and Order Processing to meet goals
- Responsible for workforce management
- High level escalations and customer relations

Southwestern Bell 6/97 to 6/98

Manager; Duties include:

- Manage day-to-day operations of a multi-state organization
- Assure the handling and collection of billing
- Training Coordinator for 55 people
- Point of contact for Certified Local Exchange Companies ordering SWB services
- Monitor revenue results
- Performance management and development

MCI Telecommunications 1991 to 1997

Project Supervisor; Duties include:

- Manage multiple outsourcing technical support and customer service projects
- Night Manager for 24-hour call center
- Problem resolution, Training, H.R. practices
- Individual and Team development
- Control Desk and Help Desk experience
- Maintain and exceed established department standards for productivity and quality
- Customer/client communication skills
- Budgeting, Staffing, Recruiting
- Scheduling and Workforce Management
- Cellular, Paging, Internet, E-mail experience

EDUCATION

B.A. Political Science; Rutgers University, New Brunswick, NJ

M.B.A. Int'l Marketing; currently pursuing; Our Lady of the Lake Univ, Dallas, TX

ADDITIONAL MANAGEMENT TRAINING

| | | | |
|-----------------------------|--------------------------|-----------------------------|--------------------------|
| Supervisor Success | LEAD Coaching | Risky Business | Risky Proposition |
| Franklin Time Mgmt | Performance Mgmt | Writing For Action | Selection Interviewing |
| Broadband Technology | Seven Habits of ... | Money Matters | Cultural Diversity |
| Presentation Skills | Revenue Systems | People Skills | SOAR |
| Labor Relations | Team Based Approach | Zenger Miller Ldrship | H.R. 1 |
| Managing Service Excellence | Managing Personal Growth | Positive Employee Relations | IEX Workforce Management |

TECHNICAL AND SOFTWARE TRAINING AND EXPERIENCE

| | | | |
|---------------|---------------|---------|---------------|
| MS Word | Excel | Access | PowerPoint |
| Lotus Notes | Internet | DOS | Windows 3.1 |
| Windows 95/NT | IEX TotalView | Vantive | C Programming |

ACCUTEL OF TEXAS, INC.

SMALL AND MINORITY-OWNED
TELECOMMUNICATIONS BUSINESS
PARTICIPATION PLAN

Pursuant to T.C.A. § 65-5-212, as amended, AccuTel of Texas, Inc. (“AccuTel”) submits this small and minority-owned Telecommunications business participation plan (the “Plan”) along with its Application for a Certificate of Public Convenience and Necessity to provide competing intrastate interexchange and local exchange services in Tennessee.

I. PURPOSE

The purpose of Section 65-5-212 is to provide opportunities for small and minority-owned business to provide goods and services to Telecommunications service providers. AccuTel is committed to the goals of Section 65-5-212 and to taking steps to support the participation of small and minority-owned Telecommunications businesses in the Telecommunications industry. AccuTel will endeavor to provide opportunities for small and minority-owned Telecommunications businesses to compete for contracts and subcontracts for goods and services. As part of its procurement process, AccuTel will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to AccuTel of such opportunities. Prior to contracting with any Tennessee vendor AccuTel’s representatives will contact the Department of Economic and Community Development, the administrator of the small and minority-owned Telecommunications assistance program, to obtain a list of qualified vendors. Moreover, AccuTel will seek to increase awareness of such opportunities so that companies not otherwise identified will have sufficient information to participate in the procurement process.

II. DEFINITIONS

As defined in Section 65-5-212:

Minority-Owned Business. Minority-owned business shall mean a business which is solely owned, or at least fifty-one percent (51%) of the assets or outstanding stock of which is owned, by an individual who personally manages and controls daily operations of such business, and who is

impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars (\$4,000,000).

Small Business. Small business shall mean a business with annual gross receipts of less than four million dollars (\$4,000,000).

III. ADMINISTRATION

AccuTel's Plan will be overseen and administered by the individual named below, hereinafter referred to as the Administrator, who will be responsible for carrying out and promoting AccuTel's full efforts to provide equal opportunities for small and minority-owned businesses. The Administrator of the Plan will be:

Mr. Kenneth Weaver
AccuTel of Texas, Inc.
7900 Carpenter Freeway
Dallas, Texas 75237
(214) 630-9175
(214) 630-6759/fax

The Administrator's responsibilities will include:

- (1) maintaining an updated Plan in full compliance with Section 65-5-212 and the rules and orders of the Tennessee Regulatory Authority.
- (2) establishing and developing policies and procedures necessary for the successful implementation of the Plan.
- (3) preparing and submitting such forms as may be required by the Tennessee Regulatory Authority, including the filing of required annual updates.
- (4) serving as the primary liaison to and cooperate with the Tennessee Regulatory Authority, other agencies of the State of Tennessee, and small and minority-owned businesses to locate and use qualified small and minority-owned businesses as defined in Section 65-5-212.
- (5) searching for and developing opportunities to use small and minority-owned businesses and encouraging such businesses to participate in and bid on contracts and subcontracts.

- (6) providing records and reports and cooperate in any authorized surveys as required by the Tennessee Regulatory Authority.
- (7) establishing a record-keeping system to track qualified small and minority-owned businesses and efforts to use such businesses.
- (8) providing information and educational activities to persons with AccuTel and training such persons to seek out, encourage, and promote the use of small and minority-owned businesses.

In performance of these duties, the Administrator will utilize a number of resources, including:

Chambers of Commerce
The Tennessee Department of Economics and Community Development
The United States Department of Commerce
 Small Business Administration
 Office of Minority Business
The National Minority Supplier Development Counsel
The National Association of Women Business Owners
The National Association of Minority Contractors
Historically Black Colleges, Universities, and Minority Institutions

The efforts to promote and ensure equal opportunities for small and minority-owned businesses are primarily spelled out in the Administrator's duties above. Additional efforts to provide opportunities to small and minority-owned businesses will include offering, where appropriate and feasible, small and minority-owned businesses assistance with technical, insurance, bonding, licensing, production, and deadline requirements.

IV. RECORDS AND COMPLIANCE REPORTS

AccuTel will maintain records of qualified small and minority-owned business and efforts to use the goods and services of such businesses. In addition, AccuTel will maintain records of educational and training activities conducted or attended and of the internal procurement procedure adopted to support this Plan.

AccuTel will submit records and reports required by the Tennessee Regulatory Authority concerning the Plan. Moreover, AccuTel will cooperate fully with any surveys and studies required by the Tennessee Regulatory Authority.

By: 

Kenneth Weaver

President for AccuTel of Texas, Inc.

Dated: _____

11/19/99